

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

AIRGAS, INC.

Plaintiff,

vs.

CRAVATH, SWAINE & MOORE LLP

Defendant.

CIVIL ACTION NO: 10-612 (ECR)

JOINT STIPULATION TO AMEND COMPLAINT

IT IS HEREBY STIPULATED AND AGREED, by and between Airgas, Inc. ("Airgas") and Cravath, Swaine & Moore LLP ("Cravath"), that Airgas may file an Amended Complaint substantially in the form attached hereto. Cravath consents to the amendment pursuant to Fed.R.Civ.P. 15(a)(2). Cravath's consent shall not constitute waiver of any defenses Cravath may raise or of any rights Cravath may have to answer or otherwise respond to the Amended Complaint.

Respectfully submitted,

CONRAD O'BRIEN, P.C.

COZEN O'CONNOR

By: /s/ Robert N. Feltoon

By: /s/ Jeffrey G. Weil

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Counsel for Plaintiff, Airgas, Inc.

Approved

AC... [Signature]

12/3/10

Approved and So Ordered this 0. 1 day of December, 2010:



Eduardo C. Robreno, J.